

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re : Chapter 11
RESIDENTIAL CAPITAL, LLC, et al.,¹ : Case No. 12-12020 (MG)
Debtors. : (Jointly Administered)
-----x

STATEMENT OF FINANCIAL AFFAIRS FOR
RESIDENTIAL FUNDING REAL ESTATE HOLDINGS, LLC (CASE NO. 12-12062)

SUPPLEMENTAL SOFA QUESTION 3b and 3c

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Residential Capital, LLC (0738); ditech, LLC (7228); DOA Holding Properties, LLC (4257); DOA Properties IX (Lots-Other), LLC (3274), EPRE LLC (7974); Equity Investment I, LLC (2797); ETS of Virginia, Inc. (1445); ETS of Washington, Inc. (0665); Executive Trustee Services, LLC (8943); GMAC Model Home Finance I, LLC (8469); GMAC Mortgage USA Corporation (6930); GMAC Mortgage, LLC (4840); GMAC Residential Holding Company, LLC (2190); GMAC RH Settlement Services, LLC (6156); GMACM Borrower LLC (4887); GMACM REO LLC (2043); GMACR Mortgage Products, LLC (6369); GMAC-RFC Holding Company, LLC (3763); HFN REO Sub II, LLC (N/A); Home Connects Lending Services, LLC (9412); Homecomings Financial Real Estate Holdings, LLC (6869); Homecomings Financial, LLC (9458); Ladue Associates, Inc. (3048); Passive Asset Transactions, LLC (4130); PATI A, LLC (2729); PATI B, LLC (2937); PATI Real Estate Holdings, LLC (5201); RAHI A, LLC (3321); RAHI B, LLC (3553); RAHI Real Estate Holdings, LLC (5287); RCSFJV204, LLC (2722); Residential Accredit Loans, Inc. (8240); Residential Asset Mortgage Products, Inc. (5181); Residential Asset Securities Corporation (2653); Residential Consumer Services of Alabama, LLC (5449); Residential Consumer Services of Ohio, LLC (4796); Residential Consumer Services of Texas, LLC (0515); Residential Consumer Services, LLC (2167); Residential Funding Company, LLC (1336); Residential Funding Mortgage Exchange, LLC (4247); Residential Funding Mortgage Securities I, Inc. (6294); Residential Funding Mortgage Securities II, Inc. (8858); Residential Funding Real Estate Holdings, LLC (6505); Residential Mortgage Real Estate Holdings, LLC (7180); RFC Asset Holdings II, LLC (4034); RFC Asset Management, LLC (4678); RFC Borrower LLC (5558); RFC Constructing Funding, LLC (5730); RFC REO LLC (2407); RFC SFJV-2002, LLC (4670); RFC-GSAP Servicer Advance, LLC (0289)

B7 (Official Form 7) (12/07)

**FORM 7 - STATEMENT OF FINANCIAL AFFAIRS
UNITED STATES BANKRUPTCY COURT
Southern District of New York**

In re: Residential Funding Real Estate Holdings, LLC

Case No. 12-12062 (KG)

SUPPLEMENTAL STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

This Supplemental Statement of Financial Affairs (the "SOFAs" supplements SOFA Question 3b and 3c as to the applicable Debtor.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

3. Payment to creditors

b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

NONE	NAME AND ADDRESS OF CREDITOR	DATE OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
<input checked="" type="checkbox"/>	None			

c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NONE	NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING

See SOFA 3c Attachment

In re: Residential Funding Real Estate Holdings, LLC

Case No. 12-12062

Attachment 3c

Payments to creditors who were insiders

Name of creditor who were insider	Address 1	Address 2	City	State	Zip	Country	Payment date	Amount paid	Currency
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	5/17/2011	1,519,662.32	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	5/20/2011	96,663.77	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	5/26/2011	254,148.35	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	6/3/2011	11,445.95	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	6/15/2011	173,991.32	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	6/22/2011	136,329.98	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	6/24/2011	233,371.64	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	6/29/2011	22,132.13	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	7/18/2011	391,283.45	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	8/3/2011	93,161.03	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	8/15/2011	115,364.18	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	8/16/2011	536,421.30	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	8/23/2011	76,371.58	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	8/25/2011	124,314.84	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	8/31/2011	37,203.36	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	9/6/2011	35,313.50	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	9/16/2011	81,331.76	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	9/20/2011	51,633.26	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	9/21/2011	30,452.86	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	9/23/2011	402,969.92	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	9/29/2011	39,735.58	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	10/3/2011	16,325.00	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	10/5/2011	37,648.25	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	10/17/2011	310,645.74	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	10/31/2011	9,802.68	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	11/3/2011	262,667.60	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	11/23/2011	208,439.47	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	12/5/2011	71,867.43	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	12/12/2011	46,244.90	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	12/22/2011	57,278.63	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	12/30/2011	271,917.64	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	1/5/2012	44,308.75	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	1/12/2012	12,301.02	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	1/18/2012	39,139.77	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	1/20/2012	24,297.61	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	1/27/2012	9,773.18	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	1/30/2012	43,674.85	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	1/31/2012	5,446.29	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	2/3/2012	252,084.26	USD

In re: Residential Funding Real Estate Holdings, LLC

Case No. 12-12062

Attachment 3c

Payments to creditors who were insiders

Name of creditor who were insider	Address 1	Address 2	City	State	Zip	Country	Payment date	Amount paid	Currency
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	2/10/2012	351,954.00	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	2/14/2012	79,468.26	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	2/15/2012	109,307.32	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	2/21/2012	3,411.45	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	3/1/2012	273,821.61	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	3/8/2012	33,544.97	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	3/15/2012	18,856.22	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	3/22/2012	248,924.33	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	3/23/2012	170,242.68	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	4/4/2012	42,421.15	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	4/11/2012	2,288.47	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	4/27/2012	3,626.46	USD
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036	USA	5/7/2012	66,624.99	USD

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re: Residential Funding Real Estate Holdings, LLC

Case No. 12-12062 (KG)

Declaration Concerning Debtor's Supplemental Statement of Financial Affairs

I, James Whitlinger, Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date: 7/19/2012

Signature: /s/ James Whitlinger
James Whitlinger

Chief Financial Officer